

ICC WEB SITE INFORMATION

The Illinois Commerce Commission will keep on its web sit a list of natural gas suppliers who are certified to serve residential customers in Illinois. The list will provide potential customers with general information and contact information about eligible suppliers.

Provide the information below as you wish the information to appear on the ICC web sit. You will be responsible for keeping your information current.*

U S Gas & Energy Corporation

ICC certification number** Pending

Company web sit address: www.usgasenergy.com

Geographic area in company is certified to serve: the entire state of Illinois

Contact information for potential customers : 2640 W. Touhy Avenue, Suite 210, Chicago, Illinois 60645-3155,
Telephone : (773) 743-3000 Fax: (773) 338-7160 Email: usgas@qwest.com
Y. Draiman, Director of Utilities



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 24, 2000

6088-917-1

STEPHEN J MOORE
ROWLAND & MOORE
55 E MONROE ST #3230
CHICAGO, ILLINOIS 60603-0000

RE U.S. GAS & ENERGY CORPORATION

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD



Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "U.S. GAS & ENERGY CORPORATION" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1992, AT 9 O'CLOCK A.M.

* * * * *



920245134

Jeffrey D. Lewis

ACTING SECRETARY OF STATE
AUTHENTICATION:

DATE: *3324657

01/28/1992

Certificate of Incorporation

of

U.S. GAS & ENERGY CORPORATION

- FIRST:** The name of this corporation is U.S. Gas & Energy Corporation.
- SECOND:** It's Registered Agent in the State of Delaware is to be located at 381 W. North Street, Dover, Kent County. The Registered Agent in charge thereof is NATIONAL CORPORATION COMPANY OF DELAWARE, INC., 381 W. North Street, Dover, De/19901.
- THIRD:** The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the general Corporation Law of Delaware."
- FOURTH:** The amount of the total authorized capital stock of this corporation is 1,000 shares no par value.
- FIFTH:** The name and the mailing address of the incorporator is:
NAME: DONNA L. BAKER ADDRESS: 381 W. North Street
Dover, DE 19901
- SIXTH:** The Directors shall have the power to make and to alter or amend the By-Laws; the fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of the Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be not limited or restricted by reference to or interference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

Roma L. Baker
INCORPORATOR

DATED: December 31, 1991

STATE OF DELAWARE
COUNTY OF KENT